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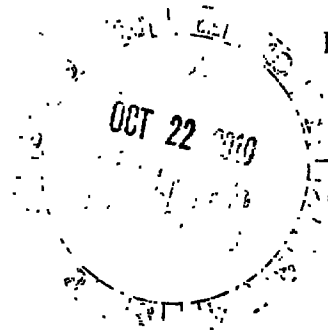
SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018-4214

VIA UPS 2nd DAY AIR

October 20, 2010



Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street S.W., Suite 100
Washington, DC 20423-0001
Attn: Documents for Rail Recordation

Re: Memorandum of Lease Termination – Rider No. 2

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Termination, dated October 15, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed on February 24, 2006 at 12:13 p.m. with the Surface Transportation Board under primary Recordation Number 26213.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Bay Colony Railroad Corporation
420 Washington Street
Braintree, MA 02184

A description of the railroad equipment covered by the enclosed document is for fourteen (14) 2630 cu. ft. gondola cars with BCLR marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: **Memorandum of Lease Termination**

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,

Marcia Dunne
Senior Rail Documentation Specialist

Enclosures
(BCLR005)

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF TERMINATION OF LEASE - RIDER NO. 2

THIS MEMORANDUM OF LEASE TERMINATION (the "Memorandum") is made and entered into as of October 15, 2010 by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Bay Colony Railroad Corporation ("Lessee"), a Massachusetts corporation.

WITNESSETH:

WHEREAS, Lessor and Lessee entered into that certain Equipment Lease Agreement dated as of November 3, 2005 and Rider No. 2 dated November 3, 2005 (the "Lease"), whereby Lessor leased to Lessee railcars (the "Railcars") as described in more particular on Exhibit A attached hereto; and

WHEREAS, Lessor and Lessee entered into that certain Memorandum of Lease Agreement dated as of November 3, 2005, evidencing the above described lease of such Railcars, which was recorded with the Surface Transportation Board on February 24, 2006 at 12:13 p.m. under Recordation Number 26213, pursuant to the provisions of 49 U.S.C. Section 11301(a) and 49 CFR 1177.3 (c).

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed, by their respective officers duly authorized as of the date and year first above written, to evidence upon the public record, the termination of such lease of such Railcars.

LESSOR:

FIRST UNION RAIL CORPORATION

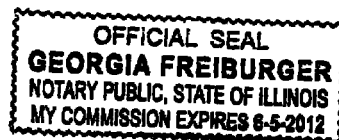
By: Richard F. SeymourName: RICHARD F. SEYMOURTitle: VICE PRESIDENTSTATE OF ILLINOISCOUNTY OF COOK

I, GEORGIA FREIBURGER, a Notary Public of the State and County aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum.

WITNESS my hand and official stamp or seal, this 15th day of October 2010.

Georgia Freiburger
Notary Public

My Commission Expires:

6-2012

LESSEE:

BAY COLONY RAILROAD CORPORATION.

By: Bernard M Reagan

Name: Bernard M Reagan

Title: Senior Vice President

STATE OF MASSACHUSETTS

COUNTY OF NORFOLK

I, DAVID TRUTT, a Notary Public for the State and County
aforesaid, certify that BERNARD REAGAN personally appeared before me
this day and acknowledged his/~~her~~ due execution of the foregoing Memorandum.

WITNESS my hand and official stamp or seal, this 6 day of OCTOBER, 2010.

David Trutt
Notary Public

My Commission Expires:

11-12-2010

EXHIBIT A - MEMORANDUM OF TERMINATION

NUMBER OF CARS: Fourteen (14)

DESCRIPTION OF CARS: 1986 built Gondola cars, 2630 cu. ft. capacity, loading to 263,000 lbs., 52'6" long, with 6'1" sides, AAR car type code E534

CAR NUMBERS:

BCLR	096001
BCLR	096003
BCLR	096004
BCLR	096006
BCLR	096007
BCLR	096010
BCLR	096011
BCLR	096013
BCLR	096015
BCLR	096016
BCLR	096017
BCLR	096021
BCLR	096024
BCLR	096025